



NORTHWEST
A I R L I N E S

Northwest Airlines, Inc.
901 15th Street NW
Suite 310
Washington DC 20005

202 842-3193
202 289-6834 Fax

DEPT. OF TRANSPORTATION
DOCKETS

01 SEP -4 PM 1:58

September 4, 2001

BY HAND

Dorothy W. Beard
Chief, Dockets Section
U.S. Department of Transportation
PL-401
400 Seventh Street, S.W.
Washington, D.C. 20590

OST-01-10387-32
OST-01-10388-25

**Re: Joint Application of American Airlines, Inc. and British Airways
PLC, Dockets OST-01-10387 and OST-01-10388**

Dear Ms. Beard:

Enclosed for filing in the above dockets are originals and seven copies of affidavits of counsel for Northwest Airlines, Inc., which is an interested party in this proceeding. Copies of this letter, the enclosed affidavits and copies of the previously-filed affidavits of Peter B. Kenney, Robert A. DeHaan, Kenneth C. Hines, Scott E. Gant, Emily K. Saunders, Hershel A. Wancjer, Russ Wodiska, Tom Stalnaker, Elliott M. Seiden, Jim Craun and Shannon M. Moyer, are being served today on the parties listed in the attached service list.

Thank you for your attention to this matter.

Respectfully submitted,

Megan Rae Rosia

Megan Rae Rosia
Managing Director, Government Affairs
& Associate General Counsel
Northwest Airlines, Inc.

Enclosures
cc w/encl.: Parties on the attached service list



BRIDGING
the PACIFIC



**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

DEPT. OF TRANSPORTATION
DOCKETS

Joint Application of)
)
AMERICAN AIRLINES, INC.)
)
and)
BRITISH AIRWAYS PLC)
)
under 49 USC 41308 and 41309 for approval of and)
antitrust immunity for agreement)

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Docket OST-2001-10387

Joint application of)
)
AMERICAN AIRLINES, INC.)
)
and)
BRITISH AIRWAYS PLC)
)
under 14 CFR Part 212 for statements of authorization)
(blanket codesharing) and under 49 USC 40109 for)
related exemption authority)

Docket OST-2001-10388


AFFIDAVIT

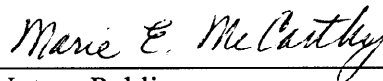
City of Washington)
) ss:
District of Columbia)

I, Charles J. Simpson, Jr., being duly sworn, state under oath:

1. I am counsel for Northwest Airlines, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Docket OST-2001-10387 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have filed valid confidentiality affidavits in Dockets OST-2001-10387 and OST-2001-10388.

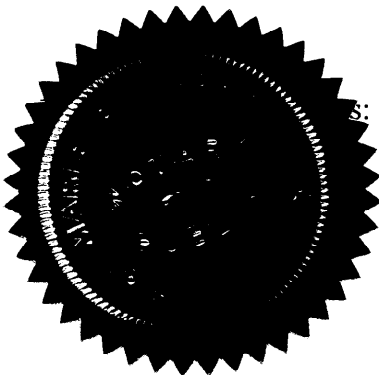
Subscribed and sworn to before me this 4th day of September, 2001.





Notary Public

**MARIE E. MCCARTHY
MY COMMISSION EXPIRES 4/30/2004**



BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

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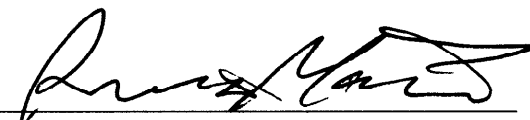
City of Washington)
) ss:
District of Columbia)

I, Richard D. Mathias, being duly sworn, state under oath:

1. I am counsel for Northwest Airlines, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Docket OST-2001-10387 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have filed valid confidentiality affidavits in Dockets OST-2001-10387 and OST-2001-10388.

Subscribed and sworn to before me this 4th day of September, 2001.





Marie E. McCarthy
Notary Public
MARIE E. MCCARTHY
MY COMMISSION EXPIRES 4/30/2004

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

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related exemption authority)

Docket OST-2001-10388


AFFIDAVIT

City of Washington)
) ss:
District of Columbia)

I, Frank J. Costello, being duly sworn, state under oath:

1. I am counsel for Northwest Airlines, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Docket OST-2001-10387 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have filed valid confidentiality affidavits in Dockets OST-2001-10387 and OST-2001-10388.

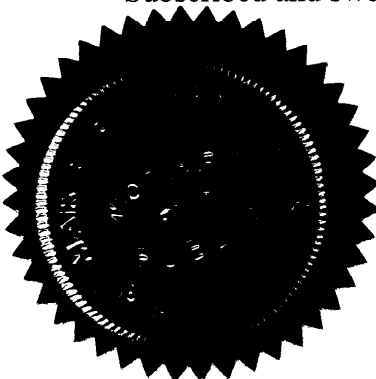
Subscribed and sworn to before me this 4th day of September, 2001.



Marie E. McCarthy

Notary Public

**MARIE E. MCCARTHY
MY COMMISSION EXPIRES 4/30/2004**



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